

VIASAT INC
Form 4
April 27, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dirks Bruce Leroy

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIASAT INC [VSAT]

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| \$.0001 par value common stock | 04/26/2016 | | M | 2,000 A \$ 0 | 15,581 | D | |
| \$.0001 par value common stock | 04/26/2016 | | F ⁽¹⁾ | 744 D \$ 76.55 | 14,837 ⁽²⁾ | D | |
| \$.0001 par value common | | | | | 320 | I | By 401(k) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| restricted stock unit | \$ 0 | 04/26/2016 | | M | 2,000 | (3) (4) | common stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dirks Bruce Leroy 6155 EL CAMINO REAL CARLSBAD, CA 92009 | | | Senior Vice President | |

Signatures

Kathleen K. Hollenbeck, under power of attorney

04/27/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.

(2) Includes 186 shares purchased under the ViaSat Employee Stock Purchase Plan on 12/31/2015.

(3) The original restricted stock unit grant on 04/26/2013 was for 8,000 restricted stock units. Subject to the reporting person's continued employment with the Issuer, the units vest and convert into shares of common stock of the Issuer at a rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date, 1/4th on the third anniversary of the grant date and 1/4th on the fourth anniversary of the grant date.

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(4) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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